

Exhibit D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 101 - Bankruptcy Matters

Expenses

Description	Total
Photocopying	\$ 15.20
TOTAL	\$ 15.20



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

December 30, 2013
Invoice No.: 531092
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through November 30, 2013

Disbursements	\$15.20
Total Fees and Disbursements	<u>\$15.20</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 531092
December 30, 2013
Page 2

Disbursement Summary

<u>Date</u>		<u>Amount</u>
11/06/13	In-House Photocopying	15.20
	Total Disbursements	\$15.20
	Total Fees and Disbursements	<u>\$15.20</u>

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Seth D. Jaffe
617-832-1203
Boston

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W.R. Grace & Co.

December 30, 2013
Invoice No.: 531092
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements

\$15.20

Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions

CitiBank, N.A.
666 5th Avenue, Floor 5
New York, NY 10103

ABA: 221172610
Swift #: CITIUS33
Account #: 1255513785
Beneficiary: Foley Hoag LLP

Reference
Information:

Client/Matter #: 08743.00101, Invoice #: 531092
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$626.00	3.8	\$ 2,378.80
Jacob N. Polatin	Partner	Real Estate	\$585.00	8.6	\$ 5,031.00
TOTAL				12.4	\$ 7,409.80

Expenses

Description	Total
Telephone	\$ 6.76
Title Examination	\$ 876.00
TOTAL	\$ 882.76



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

December 30, 2013
Invoice No.: 531093
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through November 30, 2013

Fees	\$7,409.80
Disbursements	<u>882.76</u>
Total Fees and Disbursements	<u>\$8,292.56</u>

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole,
Mass

Invoice No.: 531093

December 30, 2013

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
11/01/13	Jaffe	P230	Team telephone conference regarding status of cleanup issues and negotiations with town, and preparing for same (1.3).	1.3
11/06/13	Jaffe	P230	Reviewing, revising, draft MOU with Town and emails with team regarding same (1.2).	1.2
11/06/13	Polatin	P230	Revise GERE and draft new GERES (4.1).	4.1
11/07/13	Polatin	P230	Revise GERES (2.9).	2.9
11/12/13	Jaffe	P230	Attention to Shaffer issues, including reviewing EPA information request to Shaffers and emails with team regarding same (.4).	0.4
11/13/13	Polatin	P230	Review title to Oak Hill Trust lot; send plan to client to confirm lot (1.6).	1.6
11/15/13	Jaffe	P230	Emails with Mr. Bucens regarding Shaffer issues and reviewing emails between Shaffers and EPA (.4).	0.4
11/21/13	Jaffe	P230	Reviewing final documents from Mr. Campbell (.5).	0.5
Total Hours				12.4

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole,
Mass

Invoice No.: 531093

December 30, 2013

Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	3.8	at	626.00	=	2,378.80
Jacob N. Polatin	8.6	at	585.00	=	5,031.00
Total Fees					\$7,409.80

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole,
Mass

Invoice No.: 531093

December 30, 2013

Page 4

Disbursement Summary

<u>Date</u>		<u>Amount</u>
11/21/13	Telephone	6.76
11/21/13	Title Searches, Reports & Related Costs ADELSON LORIA & WEISMAN P.C. Title examination with Norfolk County Registry of Deeds, report of November 13, 2013 & Registry photocopies. 11/14/13	876.00
Total Disbursements		\$882.76
Total Fees		\$7,409.80
Total Disbursements		<u>882.76</u>
Total Fees and Disbursements		<u>\$8,292.56</u>

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Seth D. Jaffe
617-832-1203
Boston

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W.R. Grace & Co.

December 30, 2013
Invoice No.: 531093
Matter No.: 08743.00102

Re: **Blackburn and Union Privileges Superfund Site, Walpole, Mass**

Total Fees and Disbursements **\$8,292.56**

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions CitiBank, N.A. 666 5 th Avenue, Floor 5 New York, NY 10103	ABA: 221172610 Swift #: CITIUS33 Account #: 1255513785 Beneficiary: Foley Hoag LLP

Reference
Information:

Client/Matter #: 08743.00102, **Invoice #:** 531093
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 103 – Wells G&H Superfund Site**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$626.00	4.6	\$ 2,879.60
TOTAL				4.6	\$ 2,879.60



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

December 30, 2013
Invoice No.: 531094
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

For Professional Services rendered through November 30, 2013

Fees	\$2,879.60
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Total Fees and Disbursements	<u>\$2,879.60</u>
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Matter No.: 08743.00103
 Re: Wells G&H Superfund Site

Invoice No.: 531094
 December 30, 2013
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
11/05/13	Jaffe	P230	Emails with Mr. Bibler and Ms. Duff regarding Central Area allocation issues (.3).	0.3
11/08/13	Jaffe	P230	Meeting with Ms. Duff regarding potential mediation (.4).	0.4
11/12/13	Jaffe	P230	Reviewing, revising, draft annual groundwater report and emails with team regarding same (1.6); reviewing, revising, draft report to court and emails with team regarding same (.4).	2.0
11/13/13	Jaffe	P230	Attention to annual groundwater report, including reviewing, revising, same, and emails with team regarding same (1.3).	1.3
11/13/13	Jaffe	P230	Emails with Mr. Bibler and Ms. Duff regarding mediation (.3)	0.3
11/22/13	Jaffe	P230	Emails with Ms. Duff regarding potential mediation (.3).	0.3
Total Hours				4.6

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Matter No.: 08743.00103
Re: Wells G&H Superfund Site

Invoice No.: 531094
December 30, 2013
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	4.6	at	626.00	=	2,879.60
Total Fees					\$2,879.60
Total Fees					\$2,879.60
Total Fees and Disbursements					<u>\$2,879.60</u>

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Seth D. Jaffe
617-832-1203
Boston

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W.R. Grace & Co.

December 30, 2013
Invoice No.: 531094
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

Total Fees and Disbursements **\$2,879.60**

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions CitiBank, N.A. 666 5 th Avenue, Floor 5 New York, NY 10103	ABA: 221172610 Swift #: CITIUS33 Account #: 1255513785 Beneficiary: Foley Hoag LLP

Reference
Information:

Client/Matter #: 08743.00103, Invoice #: 531094
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 115 – Town of Acton litigation**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Jesse Alderman	Associate	Environmental	\$338.00	8.6	\$ 2,906.80
Coleen Doyle	Paralegal	Administrative	\$248.00	0.3	\$ 74.40
Seth D. Jaffe	Partner	Environmental	\$626.00	18.7	\$ 11,706.20
TOTAL				27.6	\$ 14,687.40

Expenses

Description	Total
Telephone	\$ 6.89
Document Production	\$ 200.70
Computer Research	\$ 38.00
TOTAL	\$ 245.59



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

December 30, 2013
Invoice No.: 531095
Matter No.: 08743.00115

Re: Town of Acton litigation

For Professional Services rendered through November 30, 2013

Fees	\$14,687.40
Disbursements	<u>245.59</u>
Total Fees and Disbursements	<u>\$14,932.99</u>

Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 531095
 December 30, 2013
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
11/01/13	Alderman	P230	Analysis and review of groundwater MCLs, MLCGs, and monitoring data and drafting of related argument regarding Bylaw stringency (1.1); final proofread of Reply (1.0); filing of brief (.4); transmission of materials through large file transfer system (.2); conferences with S. Jaffe (.2).	2.9
11/01/13	Jaffe	P230	Finalizing reply brief and preparing for oral argument (1.4).	1.4
11/01/13	Doyle	P230	File via ECF Motion for Leave to File Reply Brief along with Proposed Reply Brief and electronic correspondence with J. Alderman regarding same (.3).	0.3
11/04/13	Alderman	P230	Discussion with Clerk Kellyann Moore regarding filing of allowed brief (.2); docket management (.2); attention to electronic filing of brief (.4).	0.8
11/05/13	Jaffe	P230	Attention to oral argument preparation, including reviewing cases for same and emails with EPA counsel regarding same (1.8).	1.8
11/06/13	Jaffe	P230	Preparing for oral argument, including reviewing briefs, affidavits, and cases, and telephone call with DOJ attorney (3.3).	3.3
11/06/13	Alderman	P230	Conference with S. Jaffe and P. Rosen regarding oral argument preparation.	0.3
11/07/13	Jaffe	P230	Preparing for court hearing, including reviewing briefs and cases and telephone call and email with DOJ attorney (4.3)	4.3
11/07/13	Alderman	P230	Compiled cases for S. Jaffe in preparation for oral argument (.1); attention to e-mails (.1).	0.2
11/08/13	Alderman	P230	Case preparation conference with L. Duff and S. Jaffe (1.5); preparation of materials, binders and case indices for oral argument (1.0); attended oral argument (1.8).	4.3
11/08/13	Jaffe	P230	Attention to motion hearing, including preparation for same; meeting with Ms. Duff and Mr. Alderman regarding same; attendance at hearing, and post-mortem (6.5); telephone calls to MassDEP regarding state preemption	6.8

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Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 531095
 December 30, 2013
 Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
			issues (.3).	
11/13/13	Jaffe	P230	Telephone call with MassDEP counsel (.2).	0.2
11/14/13	Alderman	P230	Ordered Transcript of Hearing from Court Reporter (.1).	0.1
11/14/13	Jaffe	P230	Emails with DOJ counsel regarding MassDEP (.3).	0.3
11/15/13	Jaffe	P230	Emails with DOJ attorney regarding contacts with DEP (.3).	0.3
11/22/13	Jaffe	P230	Emails with Ms. Duff regarding MassDEP response to court (.3).	0.3
Total Hours				27.6

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Matter No.: 08743.00115
Re: Town of Acton litigation

Invoice No.: 531095
December 30, 2013
Page 4

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Jesse Alderman	8.6	at	338.00	=	2,906.80
Coleen Doyle	0.3	at	248.00	=	74.40
Seth D. Jaffe	18.7	at	626.00	=	11,706.20
Total Fees					\$14,687.40

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Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 531095
 December 30, 2013
 Page 5

Disbursement Summary

<u>Date</u>		<u>Amount</u>
11/06/13	Telephone 12023537792 - Washington - DC (USA)	1.43
11/08/13	Telephone 14105314646 - Columbia - MD (USA) call made from conf. room 16 Bubble	1.04
11/08/13	Telephone 14105318802 - Columbia - MD (USA) call made from conf. room 16 Bubble	1.82
11/08/13	Telephone 14105318802 - Columbia - MD (USA) call made from conf. room 16 Bubble	1.43
11/08/13	Telephone 14109608614 - Baltimore - MD (USA) call made from conf. room 16 Bubble	1.17
11/08/13	Document Production 1000 or 1 more	196.30
11/08/13	Tabs	4.40
11/07/13	Computer Research, Westlaw Firm User: ALDERMAN,JESSE H	38.00

Total Disbursements **\$245.59**

Total Fees	\$14,687.40
Total Disbursements	<u>245.59</u>
Total Fees and Disbursements	<u>\$14,932.99</u>

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Seth D. Jaffe
617-832-1203
Boston

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W.R. Grace & Co.

December 30, 2013
Invoice No.: 531095
Matter No.: 08743.00115

Re: Town of Acton litigation

Total Fees and Disbursements **\$14,932.99**

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions CitiBank, N.A. 666 5 th Avenue, Floor 5 New York, NY 10103	ABA: 221172610 Swift #: CITIUS33 Account #: 1255513785 Beneficiary: Foley Hoag LLP

Reference
Information:

Client/Matter #: 08743.00115, Invoice #: 531095
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company